

RECORDATION NO.

27876-A
FILED

JUN 02 2009

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 2, 2009

Anne K. Quinlan Esquire
Acting Secretary
Surface Transportation Board
395 E Street S.W.
Washington D.C. 20423-0001

Re: RBSAF No. 98-032

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-032), dated as of May 27, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27876.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance Inc.
480 Jefferson Blvd.
Warwick RI 02886

Assignee: MB Financial Bank N.A.
800 W Madison St,
Chicago, IL 60607-2630

Anne K. Quinlan Esquire
June 2, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

18 pieces of maintenance of way equipment: Nordco TRIPP Tie Inserter Removers S/Ns 760233, 760227, 760228 and 760229; Nordco 67 Anchor Remover 670029; Kershaw 38-6 Adzer-Cribber 38-176-06; Nordco CX-N Auto Spiker W/Nipper 410718; Nordco CX-N Auto Spiker W/Nipper 410719; Nordco CX-N Auto Spiker W/Nipper 410720; Nordco SP2R Spike Puller 310050; Nordco SP2R Spike Puller 310051; Nordco CX-GN Auto Spiker w/Gager & Nipper 410721; Superior Sales MSC4101 Mechanic Tool and Parts Trailer MSC2997-1-06; Kershaw 38-6 Adzer-Cribber 38-177-06; Nordco CX-GN Auto Spiker w/Gager & Nipper 410722; 3 Nordco BAAM Auto Anchor Machine S/Ns 690030, 690031 and 690032 .

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-032).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours



Robert W. Alvord

RWA/sem
Enclosures

REGISTRATION NO. 27876-A FILED

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of May 27, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and MB Financial Bank, N.A., a national banking association ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 032 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Sperakis

Name Soula Perakis
Assistant Vice President

Title: _____

MB FINANCIAL BANK, N.A., Assignee

By B. J. Field
BURTON FIELD

Name PRESIDENT

Title President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Saula Perakis its AVP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 26th day of May, 2009.

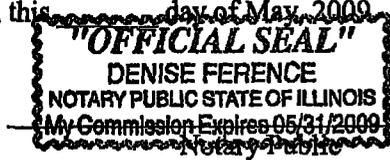
Misty Wattle
Notary Public



State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared MB Financial Bank, a national banking association (the "Association"), by Burton Field, its Lease Banking President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Association, and the free act and deed of the Association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at 27th, May, this day of May, 2009



Denise Ference

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 032.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 032 is 84 months commencing as of December 1, 2006.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 32 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Nordco	CX-N	Auto Spiker w/Nipper	410720	X4400403
1	Nordco	SP2R	Spike Puller	310050	X4700450
1	Nordco	SP2R	Spike Puller	310051	X4700451
1	Nordco	CX-GN	Auto Spiker w/Gager & Nipper	410721	X4400397
1	Kershaw	38-6	Adzer-Cribber	38-177-06	X0300194
1	Nordco	TRIPP	Tie Inserter Remover	760227	X6300199
1	Kershaw	38-6	Adzer-Cribber	38-176-06	X0300193
1	Nordco	TRIPP	Tie Inserter Remover	760233	X6300203
1	Nordco	TRIPP	Tie Inserter Remover	760228	X6300200
1	Nordco	TRIPP	Tie Inserter Remover	760229	X6300201
1	Superior Sales	MSC4101	Mechanic Tool and Parts Trailer	MSC2997-1-06	J0403027
1	Nordco	67	Anchor Remover	670029	X0100487

1	Nordco	CX-N	Auto Spiker w/Nipper	410718	X4400401
1	Nordco	CX-N	Auto Spiker w/Nipper	410719	X4400402
1	Nordco	BAAM	Auto Anchor Machine	690032	X0100492
1	Nordco	CX-GN	Auto Spiker w/Gager & Nipper	410722	X4400398
1	Nordco	BAAM	Auto Anchor Machine	690030	X0100490
1	Nordco	BAAM	Auto Anchor Machine	690031	X0100491

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/2/09



Robert W. Alvord